

RECORDATION NO. 17914-U FILED

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 14, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of February 13, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the GATC Trust 92-1C documents previously filed with the Commission and Board under Recordation Number 17914.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company, not in its individual capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Indenture Trustee: The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A., (successor in interest to Bank One, National Association)  
One First National Plaza  
Chicago, Illinois 60670

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 004563 and GATX 004564 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 13, 2012

Wilmington Trust Company, not in its individual capacity,  
but solely as Owner Trustee

By: 

Title: \_\_\_\_\_

The Bank of New York Mellon Trust Company, N.A.,  
successor-in-interest to JPMorgan Trust Company, N.A.,  
successor-in-interest to Bank One, National Association,  
not in its individual capacity, but solely as Indenture  
Trustee

By: \_\_\_\_\_

Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 004563 and GATX 004564 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 13, 2012

Wilmington Trust Company, not in its individual capacity,  
but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

The Bank of New York Mellon Trust Company, N.A.,  
successor-in-interest to JPMorgan Trust Company, N.A.,  
successor-in-interest to Bank One, National Association,  
not in its individual capacity, but solely as Indenture  
Trustee

By:  \_\_\_\_\_  
Title: VICE PRESIDENT

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 004563 and GATX 004564 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 13, 2012

Wilmington Trust Company, not in its individual capacity,  
but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

The Bank of New York Mellon Trust Company, N.A.,  
successor-in-interest to JPMorgan Trust Company, N.A.,  
successor-in-interest to Bank One, National Association,  
not in its individual capacity, but solely as Indenture  
Trustee

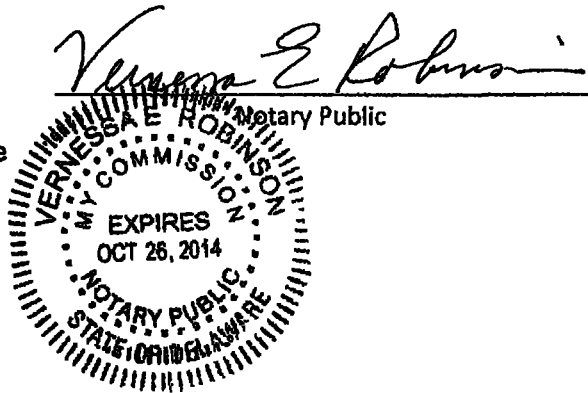
By:  \_\_\_\_\_  
Title: VICE PRESIDENT

State of Delaware )  
 ) SS:  
County of New Castle )

On the 29 day of Feb, 2012, before me personally appeared Jacqueline Solone, to me known, who being by me duly sworn, say that (s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
[Notarial Seal] My Comm. Expires Oct. 26, 2014

My commission expires:



State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_\_ day of \_\_\_\_\_, 2012, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Delaware )  
 ) SS:  
County of New Castle )

On the \_\_\_\_ day of \_\_\_\_\_, 2012, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that (s)he is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the 21<sup>st</sup> day of February, 2012, before me personally appeared R. TARNAS to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Mosterd  
Notary Public

[Notarial Seal]

My commission expires:

1/22/2013

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 3/14/12

Edward M Luria  
Edward M. Luria